

**MODEL REGISTERED AGENTS ACT AND
AMENDMENTS TO ENTITY ACTS TO RATIONALIZE
ANNUAL FILINGS***

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ON UNIFORM STATE LAWS

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**MODEL REGISTERED AGENTS ACT AND
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**DRAFTING COMMITTEE ON MODEL REGISTERED AGENTS ACT AND
AMENDMENTS TO ENTITY ACTS TO RATIONALIZE ANNUAL FILINGS**

The Committee appointed by and representing the National Conference of Commissioners on Uniform State Laws in drafting this Act consists of the following individuals:

TERRY J. CARE, 333 S. Sixth St., Las Vegas, NV 89101, *Chair*
MIKE CERBO, State of Colorado, 200 E. Colfax Ave., Rm. 271, Denver, CO 80209
STEPHEN Y. CHOW, One Beacon St., 30th Floor, Boston, MA 02108-3106
SUE ANN DERR, State Capitol Building, 2300 N. Lincoln, Oklahoma City, OK 73105
PETER J. HAMASAKI, P.O. Box 2800, Honolulu, HI 96803-2800
THOMAS S. HEMMENDINGER, 362 Broadway, Providence, RI 02909-1434
EARL F. LEITESS, 3 Whitecap Lane, Ocean Pines, MD 21811
LEONARD J. REESE, 1806 Niles Rd., Austin, TX 78703
RODNEY W. SATTERWHITE, P.O. Box 1540, Midland, TX 79702
WILLIAM H. CLARK, JR., One Logan Square, 18th & Cherry Streets, Philadelphia, PA
19103-6996, *Reporter*

EX OFFICIO

HOWARD J. SWIBEL, 120 S. Riverside Plaza, Suite 1200, Chicago, IL 60606, *President*
LANI LIU EWART, 1099 Alakea St., Suite 1800, Honolulu, HI 96813, *Division Chair*

AMERICAN BAR ASSOCIATION ADVISOR

HEATHER D. JEFFERSON, 300 Martin Luther King Blvd., Ste. 200, Wilmington, DE 19801-
2465, *ABA Advisor*

**INTERNATIONAL ASSOCIATION OF COMMERCIAL
ADMINISTRATORS ADVISORS**

TIMOTHY R. POULIN, 101 State House Station, Augusta, ME 04333-0101, *Chair, Business
Organization Section, International Association of Commercial Administrators*
KELLY KOPYT, 1 Ashburton Pl., Rm. 1710, Boston, MA 02108, *Vice-Chair, Business
Organization Section, International Association of Commercial Administrators*
GARTH B. JACOBSON, 520 Pike St., Suite 2610, Seattle, WA 98101
JODY M. ROBERTS, 800 Brazos, Suite 1100, Austin, TX 78701

EXECUTIVE DIRECTOR

WILLIAM H. HENNING, University of Alabama School of Law, Box 870382, Tuscaloosa, AL
35487-0382, *Executive Director*

Copies of this Act may be obtained from:

NATIONAL CONFERENCE OF COMMISSIONERS
ON UNIFORM STATE LAWS
211 E. Ontario Street, Suite 1300
Chicago, Illinois 60611
312/915-0195
www.nccusl.org

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MODEL REGISTERED AGENTS ACT

SECTION 1. SHORT TITLE. This [act] may be cited as the Registered Agents Act.

SECTION 2. DEFINITIONS.

(a) In this [act]:

(1) “Appointment of agent” means a statement appointing an agent for service of process filed by:

(A) a domestic or foreign unincorporated nonprofit association [under Section 10 of the Uniform Unincorporated Nonprofit Association Act]; or

(B) a domestic entity that is not a filing entity or a nonqualified foreign entity under Section 12.

(2) “Commercial registered agent” means an individual or a domestic or foreign entity that is listed under Section 6.

(3) “Domestic entity” means an entity whose internal affairs are governed by the law of this state.

(4) “Entity” means a person that has a separate legal existence or has the power to acquire an interest in real property in its own name other than:

(A) an individual;

(B) a testamentary, inter vivos, or charitable trust, with the exception of a business trust, statutory trust, or similar trust;

(C) an association or relationship that is not a partnership by reason of [Section 202(c) of the Uniform Partnership Act (1997)] or a similar provision of the law of any other jurisdiction;

(D) a decedent’s estate; or

(E) a public corporation, government or governmental subdivision, agency, or instrumentality, or a quasi-governmental instrumentality.

(5) “Filing entity” means an entity that is created by the filing of a public organic document.

(6) “Foreign entity” means an entity other than a domestic entity.

(7) “Foreign qualification document” means an application for a certificate of authority or other foreign qualification filing with the [Secretary of State] by a foreign entity.

(8) “Governor” means a person by or under whose authority the powers of an entity are exercised and under whose direction the business and affairs of the entity are managed pursuant to the organic law and organic rules of the entity.

(9) “Interest holder” means a direct holder of an interest.

(10) “Jurisdiction of organization,” with respect to an entity, means the jurisdiction whose law includes the organic law of the entity.

(11) “Noncommercial registered agent” means a person that is not listed as a commercial registered agent under Section 6 and that is:

(A) an individual or a domestic or foreign entity that serves in this state as the agent for service of process of an entity; or

(B) the individual who holds the office or other position in an entity that is designated as the agent for service of process pursuant to Section 5(a)(2)(B).

(12) “Nonqualified foreign entity” means a foreign entity that is not authorized to transact business in this state pursuant to a filing with the [Secretary of State].

(13) “Nonresident LLP statement” means:

(A) a statement of qualification of a domestic limited liability partnership that does not have an office in this state; or

(B) a statement of foreign qualification of a foreign limited liability partnership that does not have an office in this state.

(14) “Person” means an individual, corporation, estate, trust, partnership, limited liability company, business or similar trust, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

(15) “Public organic document” means the public record the filing of which creates an entity, and any amendment to or restatement of that record.

(16) “Qualified foreign entity” means a foreign entity that is authorized to transact business in this state pursuant to a filing with the [Secretary of State].

(17) “Record” means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

(18) “Registered agent” means a commercial registered agent or a noncommercial registered agent.

(19) “Registered agent filing” means:

- (A) the public organic document of a domestic filing entity;
- (B) a nonresident LLP statement;
- (C) a foreign qualification document; or
- (D) an appointment of agent.

(20) “Represented entity” means:

- (A) a domestic filing entity;
- (B) a domestic or qualified foreign limited liability partnership that does not have an office in this state;
- (C) a qualified foreign entity;
- (D) a domestic or foreign unincorporated nonprofit association for which an appointment of agent has been filed;
- (E) a domestic entity that is not a filing entity for which an appointment of agent has been filed; or
- (F) a nonqualified foreign entity for which an appointment of agent has been filed.

(21) “Sign” means, with present intent to authenticate or adopt a record:

- (A) to execute or adopt a tangible symbol; or
- (B) to attach to or logically associate with the record an electronic sound, symbol, or process.

(22) “Type,” with respect to an entity, means a generic form of entity:

- (A) recognized at common law; or
- (B) organized under an organic law, whether or not some entities organized under that organic law are subject to provisions of that law that create different categories of the form of entity.

(b) In this section:

(1) “Governance interest” means the right under the organic law or organic rules of an entity, other than as a governor, agent, assignee, or proxy, to:

- (A) receive or demand access to information concerning, or the books and records of, the entity;
- (B) vote for the election of the governors of the entity; or

(C) receive notice of or vote on any or all issues involving the internal affairs of the entity.

(2) “Interest” means:

- (A) a governance interest in an unincorporated entity;
- (B) a transferable interest in an unincorporated entity; or
- (C) a share or membership in a corporation.

(3) “Organic law” means the statutes, if any, other than this [act], governing the internal affairs of an entity.

(4) “Organic rules” means the public organic document and private organic rules of an entity.

(5) “Private organic rules” mean the rules, whether or not in a record, that govern the internal affairs of an entity, are binding on all of its interest holders, and are not part of its public organic document, if any.

(6) “Transferable interest” means the right under an entity’s organic law to receive distributions from the entity.

SECTION 3. FEES.

(a) The [Secretary of State] shall collect the following fees when a filing is made under this [act]:

<u>document</u>	<u>fee</u>
(1) commercial registered agent listing statement	\$__
(2) commercial registered agent termination statement	\$__
(3) statement of change	\$__
(4) statement of resignation	no fee
(5) statement appointing an agent for service of process	\$__

(b) The [Secretary of State] shall collect the following fees for copying and certifying a copy of any document filed under this [act]:

- (1) \$__ a page for copying; and
- (2) \$__ for a certificate.

Legislative note: *In a state where filing fees are set by rule making, this section may be replaced with the statement “The [Secretary of State] shall by rule set fees for filings, and the services provided, under this [act].”*

SECTION 4. ADDRESSES IN FILINGS. Whenever this [act] requires that a filing state an address, the filing must state:

- (1) an actual street address or rural route box number in this state; and
- (2) a mailing address in this state, if different from the address under paragraph (1).

SECTION 5. APPOINTMENT OF REGISTERED AGENT.

(a) A registered agent filing must state:

- (1) the name of the represented entity’s commercial registered agent; or
- (2) if the entity does not have a commercial registered agent:

(A) the name and address of the entity’s noncommercial registered agent;

or

(B) the title of an office or other position with the entity if service of process is to be sent to the person holding that office or position, and the address of the business office of that person.

(b) The appointment of a registered agent pursuant to subsection (a)(1) or (2)(A) is an affirmation by the represented entity that the agent has consented to serve as such.

(c) The [Secretary of State] shall make available in a record as soon as practicable a daily list of filings that contain the name of a registered agent. The list must:

- (1) be kept available for at least 14 calendar days;
- (2) list in alphabetical order the names of the registered agents; and
- (3) state the type of filing and name of the represented entity making the filing.

Legislative note: *Subsection (c) may be omitted if (i) the records of the Secretary of State are searchable electronically in a manner that permits filings to be identified by the date of the filing and by the name of the registered agent named in the filing, and (ii) the searchable database is updated frequently.*

SECTION 6. LISTING OF COMMERCIAL REGISTERED AGENT.

(a) An individual or a domestic or foreign entity may become listed as a commercial registered agent by filing with the [Secretary of State] a commercial registered agent listing statement signed by or on behalf of the person which states:

(1) the name of the individual or the name, type, and jurisdiction of organization of the entity;

(2) that the person is in the business of serving as a commercial registered agent in this state; and

(3) the address of a place of business of the person in this state to which service of process and other notice and documents being served on or sent to entities represented by it may be delivered.

(b) A commercial registered agent listing statement may include the information regarding acceptance of service of process in a record by the commercial registered agent provided for in Section 13(d).

(c) If the name of a person filing a commercial registered agent listing statement is not distinguishable on the records of the [Secretary of State] from the name of another commercial registered agent listed under this section, the person must adopt a fictitious name that is so distinguishable and use that name in its statement and when it does business in this state as a commercial registered agent.

(d) A commercial registered agent listing statement takes effect on filing.

(e) The [Secretary of State] shall note the filing of the commercial registered agent listing statement in the index of filings maintained by the [Secretary of State] for each entity represented by the registered agent at the time of the filing. The statement has the effect of deleting the address of the registered agent from the registered agent filing of each of those entities.

Legislative note: *If the Secretary of State is not able to identify from the records maintained by the Secretary of State all of the entities represented by a registered agent, subsection (e) should be amended to read:*

“(e) The commercial registered agent listing statement must be accompanied by a list in alphabetical order of the entities represented by the person. The [Secretary of State] shall note the filing of the commercial registered agent listing statement in the index of filings maintained by the [Secretary of State] for each listed entity. The statement has the effect of deleting the address of the registered agent from the registered agent filing of each of those entities.”

SECTION 7. TERMINATION OF LISTING OF COMMERCIAL REGISTERED AGENT.

(a) A commercial registered agent may terminate its listing as a commercial registered agent by filing with the [Secretary of State] a commercial registered agent termination statement signed by or on behalf of the agent which states:

- (1) the name of the agent as currently listed under Section 6; and
- (2) that the agent is no longer in the business of serving as a commercial registered agent in this state.

(b) A commercial registered agent termination statement takes effect on the 31st day after the day on which it is filed.

(c) The commercial registered agent shall promptly furnish each entity represented by it with notice in a record of the filing of the commercial registered agent termination statement.

(d) When a commercial registered agent termination statement takes effect, the registered agent ceases to be an agent for service of process on each entity formerly represented by it. Until an entity formerly represented by a terminated commercial registered agent appoints a new registered agent, service of process may be made on the entity as provided in Section 13. Termination of the listing of a commercial registered agent under this section does not affect any contractual rights a represented entity may have against the agent or that the agent may have against the entity.

SECTION 8. CHANGE OF REGISTERED AGENT BY ENTITY.

(a) A represented entity may change the information currently on file under Section 5(a) by filing with the [Secretary of State] a statement of change signed on behalf of the entity which states:

- (1) the name of the entity; and
- (2) the information that is to be in effect as a result of the filing of the statement of change.

(b) The interest holders or governors of a domestic entity need not approve the filing of:

- (1) a statement of change under this section; or
- (2) a similar filing changing the registered agent or registered office of the entity in any other jurisdiction.

(c) The appointment of a registered agent pursuant to subsection (a) is an affirmation by the represented entity that the agent has consented to serve as such.

(d) A statement of change filed under this section takes effect on filing.

(e) Instead of using the procedures in this section, a represented entity may change the information currently on file under Section 5(a) by amending its most recent registered agent filing in the manner provided by the laws of this state other than this [act] for amending that filing.

SECTION 9. CHANGE OF NAME OR ADDRESS BY NONCOMMERCIAL REGISTERED AGENT.

(a) If a noncommercial registered agent changes its name or its address as currently in effect with respect to a represented entity pursuant to Section 5(a), the agent shall file with the [Secretary of State], with respect to each entity represented by the agent, a statement of change signed by or on behalf of the agent which states:

(1) the name of the entity;

(2) the name and address of the agent as currently in effect with respect to the entity;

(3) if the name of the agent has changed, its new name; and

(4) if the address of the agent has changed, the new address.

(b) A statement of change filed under this section takes effect on filing.

(c) A noncommercial registered agent shall promptly furnish the represented entity with notice in a record of the filing of a statement of change and the changes made by the filing.

SECTION 10. CHANGE OF NAME, ADDRESS, OR TYPE OF ORGANIZATION BY COMMERCIAL REGISTERED AGENT.

(a) If a commercial registered agent changes its name, its address as currently listed under Section 6(a), or its type or jurisdiction of organization, the agent shall file with the [Secretary of State] a statement of change signed by or on behalf of the agent which states:

(1) the name of the agent as currently listed under Section 6(a);

(2) if the name of the agent has changed, its new name;

(3) if the address of the agent has changed, the new address; and

(4) if the type or jurisdiction of organization of the agent has changed, the new type or jurisdiction of organization.

(b) The filing of a statement of change under subsection (a) is effective to change the information regarding the commercial registered agent with respect to each entity represented by the agent.

(c) A statement of change filed under this section takes effect on filing.

(d) A commercial registered agent shall promptly furnish each entity represented by it with notice in a record of the filing of a statement of change relating to the name or address of the agent and the changes made by the filing.

(e) If a commercial registered agent changes its address without filing a statement of change as required by this section, the [Secretary of State] may cancel the listing of the agent under Section 6. A cancellation under this subsection has the same effect as a termination under Section 7. Promptly after canceling the listing of an agent, the [Secretary of State] shall serve notice in a record in the manner provided in Section 13(b) or (c) on:

(1) each entity represented by the agent, stating that the agent has ceased to be an agent for service of process on the entity and that, until the entity appoints a new registered agent, service of process may be made on the entity as provided in Section 13; and

(2) the agent, stating that the listing of the agent has been cancelled under this section.

SECTION 11. RESIGNATION OF REGISTERED AGENT.

(a) A registered agent may resign at any time with respect to a represented entity by filing with the [Secretary of State] a statement of resignation signed by or on behalf of the agent which states:

(1) the name of the entity;

(2) the name of the agent;

(3) that the agent resigns from serving as agent for service of process for the entity; and

(4) the name and address of the person to which the agent will send the notice required by subsection (c).

(b) A statement of resignation takes effect on the earlier of the 31st day after the day on which it is filed or the appointment of a new registered agent for the represented entity.

(c) The registered agent shall promptly furnish the represented entity with notice in a record of the date on which a statement of resignation was filed.

(d) When a statement of resignation takes effect, the registered agent ceases to have responsibility for any matter tendered to it as agent for the represented entity. A resignation under this section does not affect any contractual rights the entity may have against the agent or that the agent may have against the entity.

(e) A registered agent may resign with respect to a represented entity whether or not the entity is in good standing.

SECTION 12. APPOINTMENT OF AGENT BY NONFILING OR NONQUALIFIED FOREIGN ENTITY.

(a) A domestic entity that is not a filing entity or a nonqualified foreign entity may file with the [Secretary of State] a statement appointing an agent for service of process signed on behalf of the entity which states:

- (1) the name, type, and jurisdiction of organization of the entity; and
- (2) the information required by Section 5(a).

(b) A statement appointing an agent for service of process takes effect on filing.

(c) The appointment of a registered agent under this section does not qualify a nonqualified foreign entity to do business in this state and is not sufficient alone to create personal jurisdiction over the nonqualified foreign entity in this state.

(d) A statement appointing an agent for service of process may not be rejected for filing because the name of the entity filing the statement is not distinguishable on the records of the [Secretary of State] from the name of another entity appearing in those records. The filing of a statement appointing an agent for service of process does not make the name of the entity filing the statement unavailable for use by another entity.

(e) An entity that has filed a statement appointing an agent for service of process may cancel the statement by filing a statement of cancellation, which shall take effect upon filing, and must state the name of the entity and that the entity is canceling its appointment of an agent for service of process in this state. A statement appointing an agent for service of process, which has not been cancelled earlier, is effective for a period of five years after the date of filing.

(f) A statement appointing an agent for service of process for a nonqualified foreign entity terminates automatically on the date the entity becomes a qualified foreign entity.

SECTION 13. SERVICE OF PROCESS ON ENTITIES.

(a) A registered agent is an agent of the represented entity authorized to receive service

of any process, notice, or demand required or permitted by law to be served on the entity.

(b) If an entity that previously filed a registered agent filing with the [Secretary of State] no longer has a registered agent, or if its registered agent cannot with reasonable diligence be served, the entity may be served by registered or certified mail, return receipt requested, addressed to the governors of the entity by name at its principal office in accordance with any applicable judicial rules and procedures. The names of the governors and the address of the principal office may be as shown in the most recent annual report filed with the [Secretary of State]. Service is perfected under this subsection at the earliest of:

- (1) the date the entity receives the mail;
- (2) the date shown on the return receipt, if signed on behalf of the entity; or
- (3) five days after its deposit with the United States Postal Service, if correctly addressed and with sufficient postage.

(c) If process, notice, or demand cannot be served on an entity pursuant to subsection (a) or (b), service of process may be made by handing a copy to the manager, clerk, or other person in charge of any regular place of business or activity of the entity if the person served is not a plaintiff in the action.

(d) Service of process, notice, or demand on a registered agent must be in the form of a written document, except that service may be made on a commercial registered agent in such other forms of a record, and subject to such requirements, as the agent has stated from time to time in its listing under Section 6 that it will accept.

(e) Service of process, notice, or demand may be perfected by any other means prescribed by law other than this [act].

SECTION 14. DUTIES OF REGISTERED AGENT. The only duties under this [act] of a registered agent who has complied with this [act] are:

- (1) to forward to the represented entity at the address most recently supplied to the agent by the entity any process, notice, or demand that is served on the agent;
- (2) to provide the notices required by this [act] to the entity at the address most recently supplied to the agent by the entity;
- (3) if the agent is a noncommercial registered agent, to keep current the information required by Section 5(a) in the most recent registered agent filing for the entity; and

(4) if the agent is a commercial registered agent, to keep current the information listed for it under Section 6(a).

SECTION 15. JURISDICTION AND VENUE. The appointment or maintenance in this state of a registered agent does not by itself create the basis for personal jurisdiction over the represented entity in this state. The address of the agent does not determine venue in an action or proceeding involving the entity.

SECTION 16. CONSISTENCY OF APPLICATION. In applying and construing this [act], consideration must be given to the need to promote consistency of the law with respect to its subject matter among states that enact it.

SECTION 17. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL COMMERCE ACT. This [act] modifies, limits, and supersedes the federal Electronic Signatures in Global and National Commerce Act (15 U.S.C. Section 7001, et seq.), but does not modify, limit, or supersede Section 101(c) of that act (15 U.S.C. Section 7001(c)) or authorize delivery of any of the notices described in Section 103(b) of that act (15 U.S.C. Section 7003(b)).

SECTION 18. SAVINGS CLAUSE. This [act] does not affect an action or proceeding commenced or right accrued before the effective date of this [act].

SECTION 19. EFFECTIVE DATE. This [act] takes effect _____ .

APPENDIX

CONFORMING AMENDMENTS AND REPEALS

SECTION A1. MODEL BUSINESS CORPORATION ACT

(a) Sections 1.22, 1.25, 1.26, 1.41, and 2.02 of the Model Business Corporation Act are amended to read:

§ 1.22. Filing, service, and copying fees.

(a) The secretary of state shall collect the following fees when the documents described in this subsection are delivered to him for filing:

* * *

~~(7) Corporation's statement of change of registered agent or~~
~~registered office or both~~ \$__

~~(8) Agent's statement of change of registered office for~~
~~each affected corporation not to exceed a total of~~ \$__

~~(9) Agent's statement of resignation~~ no fee

* * *

§ 1.25. Filing duty of Secretary of State.

* * *

(b) The secretary of state files a document by recording it as filed on the date and time of receipt. After filing a document, except as provided in ~~sections 5.03 and~~ section 15.10, the secretary of state shall deliver to the domestic or foreign corporation or its representative a copy of the document with an acknowledgement of the date and time of filing.

* * *

§ 1.26. Appeal from Secretary of State's refusal to file document.

(a) If the secretary of state refuses to file a document delivered to his office for filing, the domestic or foreign corporation may appeal the refusal within 30 days after the return of the document to the [name or describe] court [of the county where the corporation's principal office is or will be located (or, if none in this state, ~~its registered office~~) ~~is or will be located~~] [of _____ county~~}]~~. The appeal is commenced by petitioning the court to compel filing the document and by attaching to the petition the document and the secretary of state's explanation of his refusal to file.

* * *

§ 1.41. Notice.

* * *

(d) Written notice to a domestic or foreign corporation (authorized to transact business in this state) may be addressed to its registered agent ~~at its registered office~~ or to the corporation or its secretary at its principal office shown in its most recent annual report or, in the case of a foreign corporation that has not yet delivered an annual report, in its application for a certificate of authority.

* * *

§ 2.02. Articles of incorporation.

(a) The articles of incorporation must set forth:

* * *

(3) ~~the street address of the corporation's initial registered office and the name of its initial registered agent at that office~~ the information required by [Section 5(a) of the Model Registered Agents Act]; and

* * *

(b) Chapter 5 of the Model Business Corporation Act is repealed.

(c) Sections 7.03, 7.20, 8.09, 10.05, 11.07, 13.30, 14.07, 14.08, 14.20, 14.21, 14.22,

14.23, 14.31, 15.03 and 15.04 of the Model Business Corporation Act are amended to read:

§ 7.03. Court-ordered meeting.

(a) The [name or describe] court of the county where a corporation's principal office is located (or, if none in this state, ~~its registered office~~) is located of _____ county may summarily order a meeting to be held:

* * *

§ 7.20. Shareholders' list for meeting.

* * *

(d) If the corporation refuses to allow a shareholder, his agent, or attorney to inspect the shareholders' list before or at the meeting (or copy the list as permitted by subsection (b)), the [name or describe] court of the county where a corporation's principal office is located (or, if none in this state, ~~its registered office~~) is located of _____ county, on application of the shareholder, may summarily order the inspection or copying at the corporation's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete.

* * *

§ 8.09. Removal of directors by judicial proceeding.

(a) The [name or describe] court of the county where a corporation's principal office is located (or, if none in this state, ~~its registered office~~) is located of _____ county may remove a director of the corporation from office in a proceeding commenced by or in the right of the corporation if the court finds that (1) the director engaged in fraudulent conduct with respect to the corporation or its shareholders, grossly abused the position of director, or intentionally inflicted harm on the corporation; and (2) considering the director's course of conduct and the inadequacy of other available remedies, removal would be in the best interest of the corporation.

* * *

§ 10.05. Amendment by board of directors.

Unless the articles of incorporation provide otherwise, a corporation's board of directors may adopt amendments to the corporation's articles of incorporation without shareholder approval:

* * *

(3) ~~to delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the secretary of state; to change the~~ information required by [section 5(a) of the Model Registered Agents Act];

* * *

§ 11.07. Effect of merger or share exchange.

(d) Upon a merger becoming effective, a foreign corporation, or a foreign eligible entity, that is the survivor of the merger is deemed to:

(1) ~~appoint the secretary of state as its agent for~~ agree that service of process in a proceeding to enforce the rights of shareholders of each domestic corporation that is a party to the merger who exercise appraisal rights may be made in the manner provided in [Section 13 of the Model Registered Agents Act], and

* * *

§ 13.30. Court action.

* * *

(b) The corporation shall commence the proceeding in the appropriate court of the county where the corporation's principal office is located (or, if none, ~~its registered office~~) ~~in this state is located in this state, of~~ county). If the corporation is a foreign corporation ~~without a registered office in this state~~, it shall commence the proceeding in the county in this state where the principal office ~~or registered office~~ of the domestic corporation merged with the foreign corporation was located or, if the domestic corporation did not have its principal office in this state at the time of the transaction, in county.

* * *

§ 14.07. Other claims against dissolved corporation.

* * *

(b) The notice must:

(1) be published one time in a newspaper of general circulation in the county where the dissolved corporation's principal office is or was last located (or, if none in this state, ~~its registered office~~) ~~is or was last located~~ of county).

* * *

§ 14.08. Court proceedings.

(a) A dissolved corporation that has published a notice under section 14.07 may file an application with the [name or describe] court of the county where the dissolved corporation's principal office is located (or, if none in this state, ~~its registered office~~) ~~is located~~ of county) for a determination of the amount and form of security to be provided for payment of claims that are contingent or have not been made known to the dissolved corporation or that are based on an event occurring after the effective date of dissolution but that, based on the facts known to the dissolved corporation, are reasonably estimated to arise after the effective date of dissolution. Provision need not be made for any claim that is or is reasonably anticipated to be barred under section 14.07(c).

* * *

§ 14.20. Grounds for administrative dissolution.

The secretary of state may commence a proceeding under section 14.21 to administratively dissolve a corporation if:

* * *

(3) the corporation is without a registered agent ~~or registered office~~ in this state for 60 days or more;

(4) the corporation does not notify the secretary of state within 60 days that its registered agent ~~or registered office~~ has been changed, or that its registered agent has

~~resigned, or that its registered office has been discontinued; or~~

* * *

§ 14.21. Procedure for and effect of administrative dissolution.

(a) If the secretary of state determines that one or more grounds exist under section 14.20 for dissolving a corporation, he shall serve the corporation with written notice of his determination ~~under section 5.04~~.

(b) If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within 60 days after service of the notice is perfected ~~under section 5.04~~, the secretary of state shall administratively dissolve the corporation by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the corporation ~~under section 5.04~~.

* * *

§ 14.22. Reinstatement following administrative dissolution.

* * *

(b) If the secretary of state determines that the application contains the information required by subsection (a) and that the information is correct, he shall cancel the certificate of dissolution and prepare a certificate of reinstatement that recites his determination and the effective date of reinstatement, file the original of the certificate, and serve a copy on the corporation ~~under section 5.04~~.

* * *

§ 14.23. Appeal from denial of reinstatement.

(a) If the secretary of state denies a corporation's application for reinstatement following administrative dissolution, he shall serve the corporation ~~under section 5.04~~ with a written notice that explains the reason or reasons for denial.

* * *

§ 14.31. Procedure for judicial dissolution.

(a) Venue for a proceeding by the attorney general to dissolve a corporation lies in [name the county or counties]. Venue for a proceeding brought by any other party named in section 14.30 lies in the county where a corporation's principal office is or was last located (or, if none in this state, ~~its registered office~~) ~~is or was last located of~~ _____ county).

* * *

§ 15.03. Application for certificate of authority.

(a) A foreign corporation may apply for a certificate of authority to transact business in this state by delivering an application to the secretary of state for filing. The application must set forth:

* * *

(5) ~~the address of its registered office in this state and the name of its registered agent at that office~~ the information required by [Section 5(a) of the Model Registered Agents Act]; and

* * *

§ 15.04. Amended certificate of authority.

(a) A foreign corporation authorized to transact business in this state must obtain an amended certificate of authority from the secretary of state if it changes:

(1) its corporate name;

- (2) the period of its duration; ~~or~~
- (3) any of the information required by [Section 5(a) of the Model Registered Agents Act]; or
- (4) the state or country of its incorporation.

* * *

(d) Sections 15.07, 15.08, and 15.09 of the Model Business Corporation Act are repealed.

(e) Sections 15.30, 16.04, 16.05, and 16.21 of the Model Business Corporation Act are amended to read:

§ 15.30. Grounds for revocation.

The secretary of state may commence a proceeding under section 15.31 to revoke the certificate of authority of a foreign corporation authorized to transact business in this state if:

* * *

- (3) the foreign corporation is without a registered agent ~~or registered office~~ in this state for 60 days or more;
- (4) the foreign corporation does not inform the secretary of state ~~under section 15.08 or 15.09~~ by an appropriate filing that its registered agent ~~or registered office~~ has changed; or that its registered agent has resigned, ~~or that its registered office has been discontinued~~ within 60 days of the change; or resignation, ~~or discontinuance~~;

* * *

§ 16.04. Court-ordered inspection.

(a) If a corporation does not allow a shareholder who complies with section 16.02(a) to inspect and copy any records required by that subsection to be available for inspection, the [name or describe court] of the county where the corporation's principal office is located (or, if none in this state, ~~its registered office~~) is located of _____ county may summarily order inspection and copying of the records demanded at the corporation's expense upon application of the shareholder.

(b) If a corporation does not within a reasonable time allow a shareholder to inspect and copy any other record, the shareholder who complies with sections 16.02(b) and (c) may apply to the [name or describe court] in the county where the corporation's principal office is located (or, if none in this state, ~~its registered office~~) is located of _____ county for an order to permit inspection and copying of the records demanded. The court shall dispose of an application under this subsection on an expedited basis.

* * *

§ 16.05. Inspection of records by directors.

* * *

(b) The [name or describe the court] of the county where the corporation's principal office is located (or, if none in this state, ~~its registered office~~) is located of _____ county may order inspection and copying of the books, records and documents at the corporation's expense, upon application of a director who has been refused such inspection rights, unless the

corporation establishes that the director is not entitled to such inspection rights. The court shall dispose of an application under this subsection on an expedited basis.

* * *

§ 16.21. Annual report for Secretary of State.

(a) Each domestic corporation, and each foreign corporation authorized to transact business in this state, shall deliver to the secretary of state for filing an annual report that sets forth:

- (1) the name of the corporation;
 - (2) ~~and the state or country~~ the jurisdiction under whose law it is incorporated;
 - ~~(2) (3) the address of its registered office and the name of its registered agent at that office in this state~~ the information required by [section 5(a) of the Model Registered Agents Act];
 - ~~(3) (4)~~ the address of its principal office, wherever located;
 - ~~(4) (5)~~ the names ~~and business addresses~~ of its ~~directors and~~ principal officers;
- and
- ~~(6)~~ the names of its directors, except that in the case of a corporation that has eliminated its board of directors pursuant to section 7.32 the annual report shall set forth the names of the shareholders instead.
 - ~~(5) — a brief description of the nature of its business;~~
 - ~~(6) — the total number of authorized shares, itemized by class and series, if any, within each class; and~~
 - ~~(7) — the total number of issued and outstanding shares, itemized by class and series, if any, within each class.~~

* * *

SECTION A2. MODEL NONPROFIT CORPORATION ACT

(a) Sections 1.22, 1.25, 1.26, and 2.02 of the Model Nonprofit Corporation Act are amended to read:

§ 1.22. Filing, service, and copying fees.

(a) The secretary of state shall collect the following fees when the documents described in this subsection are delivered ~~to him~~ for filing:

* * *

- ~~(7) — Corporation's statement of change of registered agent or~~
~~— registered office or both~~ _____ \$__
- ~~(8) — Agent's statement of change of registered office for~~
~~— each affected corporation not to exceed a total of~~ _____ \$__
- ~~(9) — Agent's statement of resignation~~ _____ no fee

* * *

§ 1.25. Filing duty of Secretary of State.

* * *

(b) The secretary of state files a document by stamping or otherwise endorsing "Filed," together with the secretary of state's name and official title and the date and time of

receipt, on both the original and copy of the document and on the receipt for the filing fee. After filing a document, except as provided in ~~sections 5.03 and~~ section 15.10, the secretary of state shall deliver the document copy, with the filing fee receipt (or acknowledgement of receipt if no fee is required) attached, to the domestic or foreign corporation or its representative.

* * *

§ 1.26. Appeal from Secretary of State's refusal to file document.

(a) If the secretary of state refuses to file a document delivered for filing to the secretary of state's office, the domestic or foreign corporation may appeal the refusal to the [name or describe] court in the county where the corporation's principal office is or will be located, or if there is none in this state, ~~its registered office, is or will be located of~~ county. The appeal is commenced by petitioning the court to compel filing the document and by attaching to the petition the document and the secretary of state's explanation of ~~his~~ the refusal to file.

* * *

§ 2.02. Articles of incorporation.

(a) The articles of incorporation must set forth:

* * *

(3) ~~the street address of the corporation's initial registered office and the name of its initial registered agent at that office~~ the information required by [Section 5(a) of the Model Registered Agents Act];

* * *

(b) Chapter 5 of the Model Nonprofit Corporation Act is repealed.

(c) Sections 7.03, 7.20, 10.02, 11.06, 14.08, 14.20, 14.21, 14.22, 14.23, 14.31, 15.03

and 15.04 of the Model Nonprofit Corporation Act are amended to read:

§ 7.03. Court-ordered meeting.

(a) The [name or describe] court of the county where a corporation's principal office is located (or, if none in this state, ~~its registered office~~) is located of _____ county) may summarily order a meeting to be held:

* * *

§ 7.20. Members' list for meeting.

* * *

(d) If the corporation refuses to allow a member, a member's agent, or attorney to inspect the list of members before or at the meeting (or copy the list as permitted by subsection (b)), the [name or describe] court of the county where a corporation's principal office is located (or, if none in this state, ~~its registered office~~) is located of _____ county), on application of the member, may summarily order the inspection or copying at the corporation's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete and may order the corporation to pay the member's costs (including reasonable counsel fees) incurred to obtain the order.

* * *

§ 10.02. Amendment by directors.

(a) Unless the articles provide otherwise, a corporation's board of directors may adopt one or more amendments to the corporation's articles without member approval:

* * *

(3) ~~to delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the secretary of state;~~ to change the information required by [Section 5(a) of the Model Registered Agents Act];

* * *

§ 11.06. Merger with foreign corporation.

* * *

(b) Upon the merger taking effect, the surviving foreign business or nonprofit corporation ~~is deemed to have irrevocably appointed the secretary of state as its agent for service of process~~ may be served with process in any proceeding brought against it as provided in [Section 13 of the Model Registered Agents Act].

§ 14.08. Unknown claims against dissolved corporation.

* * *

(b) The notice must:

(1) be published one time in a newspaper of general circulation in the county where the dissolved corporation's principal office is or was last located (or, if none in this state, ~~its registered office~~) is or was last located of _____ county).

* * *

§ 14.20. Grounds for administrative dissolution.

The secretary of state may commence a proceeding under section 14.21 to administratively dissolve a corporation if:

* * *

(3) the corporation is without a registered agent ~~or registered office~~ in this state for 60 days or more;

(4) the corporation does not notify the secretary of state within 120 days that its registered agent ~~or registered office~~ has been changed; or that its registered agent has resigned; ~~or that its registered office has been discontinued;~~ or

* * *

§ 14.21. Procedure for and effect of administrative dissolution.

(a) Upon determining that one or more grounds exist under section 14.20 for dissolving a corporation, the secretary of state shall serve the corporation with written notice of that determination ~~under section 5.04~~, and in the case of a public benefit corporation shall notify the attorney general in writing..

(b) If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within at least 60 days after service of the notice is perfected ~~under section 5.04~~, the secretary of state may administratively dissolve the corporation by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the corporation ~~under section 5.04~~, and in the case of a public benefit corporation shall notify the attorney general in writing.

* * *

§ 14.22. Reinstatement following administrative dissolution.

* * *

(b) If the secretary of state determines that the application contains the information required by subsection (a) and that the information is correct, the secretary of state shall cancel the certificate of dissolution and prepare a certificate of reinstatement reciting that determination and the effective date of reinstatement, file the original of the certificate, and serve a copy on the corporation ~~under section 5.04~~.

* * *

§ 14.23. Appeal from denial of reinstatement.

(a) The secretary of state, upon denying a corporation's application for reinstatement following administrative dissolution, shall serve the corporation ~~under section 5.04~~ with a written notice that explains the reason or reasons for denial.

* * *

§ 14.31. Procedure for judicial dissolution.

(a) Venue for a proceeding by the attorney general to dissolve a corporation lies in [name the county or court]. Venue for a proceeding brought by any other party named in section 14.30 lies in the county where a corporation's principal office is or was last located (or, if none in this state, ~~its registered office~~) is or was last located of _____ county.

* * *

§ 15.03. Application for certificate of authority.

(a) A foreign corporation may apply for a certificate of authority to transact business in this state by delivering an application to the secretary of state. The application must set forth:

* * *

(5) ~~the address of its registered office in this state and the name of its registered agent at that office~~ the information required by [Section 5(a) of the Model Registered Agents Act]; and

* * *

§ 15.04. Amended certificate of authority.

(a) A foreign corporation authorized to transact business in this state must obtain an amended certificate of authority from the secretary of state if it changes:

(1) its corporate name;

(2) the period of its duration; ~~or~~

(3) any of the information required by [Section 5(a) of the Model Registered Agents Act]; or

(4) the state or country of its incorporation.

* * *

(d) Sections 15.07, 15.08, and 15.09 of the Model Nonprofit Corporation Act are repealed.

(e) Sections 15.30, 16.04 and 16.22 of the Model Nonprofit Corporation Act are amended to read:

§ 15.30. Grounds for revocation.

(a) The secretary of state may commence a proceeding under section 15.31 to revoke the certificate of authority of a foreign corporation authorized to transact business in this state if:

* * *

(3) the foreign corporation is without a registered agent ~~or registered office~~ in this state for 60 days or more;

(4) the foreign corporation does not inform the secretary of state ~~under section 15.08 or 15.09~~ by an appropriate filing that its registered agent ~~or registered office~~ has changed; or that its registered agent has resigned; ~~or that its registered office has been discontinued~~ within 90 days of the change; or resignation; ~~or discontinuance~~;

* * *

§ 16.04. Court-ordered inspection.

(a) If a corporation does not allow a member who complies with section 16.02(a) to inspect and copy any records required by that subsection to be available for inspection, the [name or describe court] of the county where the corporation's principal office is located (or, if none in this state, ~~its registered office~~) is located of _____ county may summarily order inspection and copying of the records demanded at the corporation's expense upon application of the member.

(b) If a corporation does not within a reasonable time allow a member to inspect and copy any other record, the member who complies with subsections 16.02(b) and (c) may apply to the [name or describe court] in the county where the corporation's principal office is located (or, if none in this state, ~~its registered office~~) is located of _____ county for an order to permit inspection and copying of the records demanded. The court shall dispose of an application under this subsection on an expedited basis.

* * *

§ 16.22. Annual report for Secretary of State.

(a) Each domestic corporation, and each foreign corporation authorized to transact business in this state, shall deliver to the secretary of state an annual report on a form prescribed and furnished by the secretary of state that sets forth:

(1) the name of the corporation;

(2) ~~and the state or country~~ the jurisdiction under whose law it is incorporated;

~~(2) (3) the address of its registered office and the name of its registered agent at the office in this state~~ the information required by [Section 5(a) of the Model Registered Agents Act];

~~(3) (4)~~ the address of its principal office, wherever located;

~~(4) (5) the names and business or residence addresses of its directors and principal officers; and~~

~~(6)~~ the names of its directors.

~~(5)~~ a brief description of the nature of its activities;

~~(6)~~ whether or not it has members;

~~(7)~~ if it is a domestic corporation, whether it is a public benefit, mutual benefit or religious corporation; and

~~(8)~~ if it is a foreign corporation, whether it would be a public benefit, mutual benefit or religious corporation had it been incorporated in this state.

* * *

SECTION A3. UNIFORM PARTNERSHIP ACT (1997)

Sections 1001, 1003, and 1102 of the Uniform Partnership Act (1997) are amended to read:

§ 1001. Statement of qualification.

* * *

(c) After the approval required by subsection (b), a partnership may become a limited liability partnership by filing a statement of qualification. The statement must contain:

* * *

(3) if the partnership does not have an office in this State, ~~the name and street address of the partnership's agent for service of process~~ the information required by [Section 5(a) of the Model Registered Agents Act];

* * *

(d) ~~The agent of a limited liability partnership for service of process must be an individual who is a resident of this State or other person authorized to do business in this State. (Repealed.)~~

* * *

§ 1003. Annual report.

(a) A limited liability partnership, and a foreign limited liability partnership authorized to transact business in this State, shall file an annual report in the office of the [Secretary of State] which contains:

(1) the name of the limited liability partnership and the State or other jurisdiction under whose laws the foreign limited liability partnership is formed;

(2) the street address of the partnership's chief executive office and, if different, the street address of an office of the partnership in this State, if any; and

(3) if the partnership does not have an office in this State, ~~the name and street address of the partnership's current agent for service of process~~ information required by [Section 5(a) of the Model Registered Agents Act].

* * *

§ 1102. Statement of foreign qualification.

(a) Before transacting business in this State, a foreign limited liability partnership must file a statement of foreign qualification. The statement must contain:

* * *

(2) the street address of the partnership's chief executive office ~~and, if different, the street address of an office of the partnership in this State, if any;~~

(3) ~~if there is no office of the partnership in this State, the name and street address of the partnership's agent for service of process~~ the information required by [Section 5(a) of the Model Registered Agents Act]; and

* * *

(b) ~~The agent of a foreign limited liability partnership for service of process must be an individual who is a resident of this State or other person authorized to do business in this State. (Repealed.)~~

* * *

SECTION A4. UNIFORM LIMITED PARTNERSHIP ACT (2001)

(a) Section 102(4) (“designated office”) of the Uniform Limited Partnership Act (2001) is repealed.

(b) Sections 114, 115, 116, and 117 of the Uniform Limited Partnership Act (2001) are repealed.

(c) Sections 201, 202, 206, 208, and 210 of the Uniform Limited Partnership Act (2001) are amended to read:

§ 201. Formation of limited partnership; certificate of limited partnership.

(a) In order for a limited partnership to be formed, a certificate of limited partnership must be delivered to the [Secretary of State] for filing. The certificate must state:

* * *

(2) ~~the street and mailing address of the initial designated office and the name and street and mailing address of the initial agent for service of process~~ the information required by [Section 5(a) of the Model Registered Agents Act];

* * *

§ 202. Amendment or restatement of certificate.

* * *

(c) A general partner that knows that any information in a filed certificate of limited partnership was false when the certificate was filed or has become false due to changed circumstances shall promptly:

(1) cause the certificate to be amended; or

(2) if appropriate, deliver to the [Secretary of State] for filing ~~a statement of change pursuant to Section 115 or~~ a statement of correction pursuant to Section 207 or [Section 8 of the Model Registered Agents Act].

* * *

§ 206. Delivery to and filing of records by [Secretary of State]; effective time and date.

* * *

(c) Except as otherwise provided in ~~Sections 116 and~~ Section 207, a record delivered to the [Secretary of State] for filing under this [Act] may specify an effective time and a delayed effective date. Except as otherwise provided in this [Act], a record filed by the [Secretary of State] is effective:

* * *

§ 208. Liability for false information in filed record.

(a) If a record delivered to the [Secretary of State] for filing under this [Act] and filed by the [Secretary of State] contains false information, a person that suffers loss by reliance on the information may recover damages for the loss from:

* * *

(2) a general partner that has notice that the information was false when the record was filed or has become false because of changed circumstances, if the general partner has notice for a reasonably sufficient time before the information is relied upon to enable the general partner to effect an amendment under Section 202, file a petition pursuant to Section 205, or deliver to the [Secretary of State] for filing a statement of change pursuant to [Section 115] [Section 8 of the Model Registered Agents Act] or a statement of correction pursuant to Section 207.

* * *

§ 210. Annual report for [Secretary of State].

(a) A limited partnership or a foreign limited partnership authorized to transact business in this State shall deliver to the [Secretary of State] for filing an annual report that states:

- (1) the name of the limited partnership or foreign limited partnership;
- (2) ~~the street and mailing address of its designated office and the name and street and mailing address of its agent for service of process in this State~~ the information required by [Section 5(a) of the Model Registered Agents Act];
- (3) in the case of a limited partnership, the street and mailing address of its principal office; and
- (4) in the case of a foreign limited partnership, the State or other jurisdiction under whose law the foreign limited partnership is formed and any alternate name adopted under Section 905(a).

* * *

(e) If a filed annual report contains ~~an address of a designated office or the name or address of an agent for service of process~~ information provided under subsection (a)(2) which differs from the information shown in the records of the [Secretary of State] immediately before the filing, the differing information in the annual report is considered a statement of change under Section 115 [Section 8 of the Model Registered Agents Act].

(d) Sections 304, 407, 807, 902, 906, 1104, 1105, 1108, and 1109 of the Uniform

Limited Partnership Act (2001) are amended to read:

§ 304. Right of limited partner and former limited partner to information.

(a) On 10 days' demand, made in a record received by the limited partnership, a limited partner may inspect and copy required information during regular business hours in the limited partnership's ~~designated~~ principal office. The limited partner need not have any particular purpose for seeking the information.

* * *

(d) Subject to subsection (f), a person dissociated as a limited partner may inspect and copy required information during regular business hours in the limited partnership's ~~designated~~ principal office if:

* * *

§ 407. Right of general partner and former general partner to information.

(a) A general partner, without having any particular purpose for seeking the information, may inspect and copy during regular business hours:

(1) in the limited partnership's ~~designated~~ principal office, required information; and

* * *

§ 807. Other claims against dissolved limited partnership.

* * *

(b) The notice must:

(1) be published at least once in a newspaper of general circulation in the [county] in which the dissolved limited partnership's principal office is located or, if it has none in this State, in ~~the county in which the limited partnership's designated office is or was last located~~ _____ county;

* * *

§ 902. Application for certificate of authority.

(a) A foreign limited partnership may apply for a certificate of authority to transact business in this State by delivering an application to the [Secretary of State] for filing. The application must state:

* * *

(4) ~~the name and street and mailing address of the foreign limited partnership's initial agent for service of process in this State~~ the information required by [Section 5(a) of the Model Registered Agents Act];

* * *

§ 906. Revocation of certificate of authority.

(a) A certificate of authority of a foreign limited partnership to transact business in this State may be revoked by the [Secretary of State] in the manner provided in subsections (b) and (c) if the foreign limited partnership does not:

* * *

(3) appoint and maintain an agent for service of process as required by ~~Section 114(b)~~ [Section 5(a) of the Model Registered Agents Act]; or

(4) deliver for filing a statement of change under ~~Section 115~~ [Section 8 of the Model Registered Agents Act] within 30 days after a change has occurred in the name or address of the agent.

(b) In order to revoke a certificate of authority, the [Secretary of State] must prepare, sign, and file a notice of revocation and send a copy to the foreign limited partnership's agent for service of process in this State, or if the foreign limited partnership does not appoint and maintain a proper agent in this State, to the foreign limited partnership's **[designated]** principal office. The notice must state:

* * *

§ 1104. Filings required for conversion; effective date.

(a) After a plan of conversion is approved:

(1) a converting limited partnership shall deliver to the [Secretary of State] for filing articles of conversion, which must include:

* * *

(F) if the converted organization is a foreign organization not authorized to transact business in this State, the street and mailing address of an office which ~~the Secretary of State may use for the purposes of~~ may be used for service of process under Section 1105(c); and

* * *

§ 1105. Effect of conversion.

* * *

(c) A converted organization that is a foreign organization consents to the jurisdiction of the courts of this State to enforce any obligation owed by the converting limited partnership, if before the conversion the converting limited partnership was subject to suit in this State on the obligation. A converted organization that is a foreign organization and not authorized to transact business in this State ~~appoints the Secretary of State as its agent for service of process for purposes of enforcing an obligation under this subsection. Service on the Secretary of State under this subsection is made in the same manner and with the same consequences as in Section 117(c) and (d) may be served with process at the address required in the articles of conversion~~ under Section 1104(a)(1)(F).

§ 1108. Filings required for merger; effective date.

* * *

(b) The articles of merger must include:

* * *

(7) if the surviving organization is a foreign organization not authorized to transact business in this State, the street and mailing address of an office which ~~the Secretary of State may use for the purposes of~~ may be used for service of process under Section 1109(b); and

* * *

§ 1109. Effect of merger

* * *

(b) A surviving organization that is a foreign organization consents to the jurisdiction of the courts of this State to enforce any obligation owed by a constituent organization, if before the merger the constituent organization was subject to suit in this State on the obligation. A surviving organization that is a foreign organization and not authorized to transact business in this State ~~appoints the Secretary of State as its agent for service of process for the purposes of enforcing an obligation under this subsection. Service on the Secretary of State under this subsection is made in the same manner and with the same consequences as in Section 117(c) and (d) may be served with process at the address required in the articles of merger under Section 1108(b)(7).~~

SECTION A5. UNIFORM LIMITED LIABILITY COMPANY ACT

(a) Sections 108, 109, 110, and 111 of the Uniform Limited Liability Company Act are repealed.

(b) Sections 203 and 211 of the Uniform Limited Liability Company Act are amended to read:

§ 203. Articles of organization.

(a) Articles of organization of a limited liability company must set forth:

* * *

(2) ~~the address of the initial designated office; (Repealed.)~~

(3) ~~the name and street address of the initial agent for service of process the information required by [Section 5(a) of the Model Registered Agents Act];~~

* * *

§ 211. Annual report for [Secretary of State].

(a) A limited liability company, and a foreign limited liability company authorized to transact business in this State, shall deliver to the [Secretary of State] for filing an annual report that sets forth:

(1) the name of the company;

(2) ~~and the State or country~~ the jurisdiction under whose law it is organized;

~~(2) (3) the address of its designated office and the name and address of its agent for service of process in this State~~ the information required by [Section 5(a) of the Model Registered Agents Act];

~~(3) (4) the address of its principal office, wherever located; and~~

~~(4) (5) the names and business addresses of any managers.~~

* * *

(c) Sections 808, 906, 1002, and 1006 of the Uniform Limited Liability Company

Act are amended to read:

§ 808. Other claims against dissolved limited liability company.

* * *

(b) The notice must:

(1) be published at least once in a newspaper of general circulation in the [county] in which the dissolved limited liability company's principal office is or was located or, if none in this State, ~~in which its designated office is or was last located in~~ _____ county;

* * *

§ 906. Effect of merger.

* * *

(b) ~~The Secretary of State is an agent for service of process in an action or proceeding against the surviving foreign entity to enforce an obligation of any party to a merger if~~ If the surviving foreign entity fails to appoint or maintain an agent designated for service or process in this State or the agent for service of process cannot with reasonable diligence be found at the designated office. Upon receipt of process, the Secretary of State shall send a copy of the process by registered or certified mail, return receipt requested, to the surviving entity at the address set forth in the articles of merger, service of process may be made on the foreign entity as provided in [Section 13(b) of the Model Registered Agents Act]. Service is effected under this subsection at the earliest of:

* * *

§ 1002. Application for certificate of authority.

(a) A foreign limited liability company may apply for a certificate of authority to transact business in this State by delivering an application to the [Secretary of State] for filing. The application must set forth:

* * *

- (4) ~~the address of its initial designated office in this State (Repealed.);~~
- (5) ~~the name and street address of its initial agent for service of process in this State~~ the information required by [Section 5(a) of the Model Registered Agents Act];

* * *

§ 1006. Revocation of certificate of authority.

(a) A certificate of authority of a foreign limited liability company to transact business in this State may be revoked by the [Secretary of State] in the manner provided in subsection (b) if:

- (1) the company fails to:

* * *

- (iii) appoint and maintain an agent for service of process as required by ~~this article~~ [Section 5(a) of the Model Registered Agents Act]; or
- (iv) file a statement of change in the name or business address of the agent as required by ~~this article~~ [Section 8 of the Model Registered Agents Act]; or

* * *

(b) The [Secretary of State] may not revoke a certificate of authority of a foreign limited liability company unless the [Secretary of State] sends the company notice of the revocation, at least 60 days before its effective date, by a record ~~addressed to its agent for service of process in this State, or if the company fails to appoint and maintain a proper agent in this State, addressed to the office required to be maintained by Section 108~~ served in accordance with [Section 13 of the Model Registered Agents Act]. The notice must specify the cause for the revocation of the certificate of authority. The authority of the company to transact business in this State ceases on the effective date of the revocation unless the foreign limited liability company cures the failure before that date.

SECTION A6. PROTOTYPE LIMITED LIABILITY COMPANY ACT

(a) Section 105 of the Prototype Limited Liability Company Act is repealed.

(b) Sections 202, 908, and 1002 of the Prototype Limited Liability Company Act are amended to read:

§ 202. Articles of organization.

The articles of organization shall set forth:

* * *

(B) ~~The address of the registered office and the name and business, residence, or mailing address of the registered agent required to be maintain by § 105. The~~ information required by [Section 5(a) of the Model Registered Agents Act].

* * *

§ 908. Unknown claims against dissolved limited liability company.

* * *

(B) The notice must:

(1) Be published once in a newspaper of general circulation in the county where the limited liability company's principal office ~~(or, if none in this state, its registered office) is located~~ is located or, if none in this state, in _____ county;
* * *

§ 1002. Registration.

Before transacting business in this state, a foreign limited liability company shall register with the Secretary of State by submitting to the Secretary of State an original signed copy of an application for registration as a foreign limited liability company, together with a duplicate copy that may be either a signed, photocopied, or conformed copy, executed by a person with authority to do so under the laws of the state or other jurisdiction of its formation. The application shall set forth:

* * *

(C) ~~The name and address of a registered agent for service of process required to be maintained by § 105~~ the information required by [Section 5(a) of the Model Registered Agents Act];

(D) ~~A statement that the Secretary of State is appointed the agent of the foreign limited liability company for service of process if the foreign limited liability company fails to appoint or maintain a registered agent in satisfaction of the requirements of § 105 (Repealed.);~~
* * *

SECTION A7. UNIFORM UNINCORPORATED NONPROFIT ASSOCIATION ACT

Section 10 of the Uniform Unincorporated Nonprofit Association Act is amended to read:

§ 10. Appointment of agent to receive service of process.

* * *

(b) A statement appointing an agent must set forth:
* * *

(4) ~~the name of the person in this State authorized to receive service of process and the person's address, including the street address, in this State~~ the information required by [Section 5(a) of the Model Registered Agents Act].

(c) A statement appointing an agent, and an amendment or cancellation thereof, must be signed ~~and acknowledged sworn to~~ by a person authorized to manage the affairs of the nonprofit association. ~~The statement must also be signed and acknowledged by the person appointed agent, who thereby accepts the appointment. The appointed agent may resign by filing a resignation in the office of the Secretary of State and giving notice to the nonprofit association.~~

(d) ~~A filing officer may collect a fee for filing a statement appointing an agent to receive service of process, an amendment, a cancellation, or a resignation in the amount charged for filing similar documents. (Repealed.)~~

(e) ~~An amendment to or cancellation of a statement appointing an agent to receive service of process must meet the requirements for execution of an original statement. (Repealed.)~~